

QUARTERLY REPORT

TRADING NAME OF LICENSEE: GNOC, Corp. (Atlantic City Hilton)

For The Quarter Ended December 31, 2004

TO THE
CASINO CONTROL COMMISSION
OF THE
STATE OF NEW JERSEY

AMENDED
4/26/05

BALANCE SHEETS

AS OF DECEMBER 31, 2004 AND 2003

(UNAUDITED)

REVISED 4/20/05

(\$ IN THOUSANDS)

LINE (a)	DESCRIPTION (b)	2004 (c)	2003 (d)
	ASSETS		
	Current Assets:		
1	Cash and cash equivalents.....	\$ 22,586	\$ 22,220
2	Short-term investments.....	-	-
3	Receivables and patrons' checks (net of allowance for doubtful accounts - 2004, \$ 4,497 ; 2003, \$ 5,041). NOTE 2.	13,226	8,844
4	Inventories.	1,101	1,403
5	Prepaid expenses and other current assets.	1,946	1,913
6	Total current assets.	38,859	34,380
7	Investments, Advances, and Receivables. NOTE 3.	10,014	13,521
8	Property And Equipment - Gross. NOTE 4.	570,259	555,309
9	Less: Accumulated Depreciation/Amortization. NOTES 1 & 4.	(282,303)	(266,942)
10	Property And Equipment - Net.	287,956	288,367
11	Other Assets. NOTES 1 & 5.	76,878	77,001
12	Total Assets.	\$ 413,707	\$ 413,269
	LIABILITIES AND EQUITY		
	Current Liabilities:		
13	Accounts payable.	\$ 5,546	\$ 4,219
14	Notes payable.	-	-
	Current portion of long-term debt.		
15	Due to affiliates.	-	-
16	Other.	-	-
17	Income taxes payable and accrued.	-	-
18	Other accrued expenses. NOTE 6.	17,323	22,650
19	Other current liabilities. NOTE 7.	9,917	14,092
20	Total current liabilities.	32,786	40,961
	Long-Term Debt:		
21	Due to affiliates. NOTE 8.	200,000	200,000
22	Other.	-	-
23	Deferred Credits.	-	-
24	Other Liabilities. NOTE 9.	107,724	102,104
25	Commitments And Contingencies. NOTE 1.	-	-
26	Total Liabilities.	340,510	343,065
27	Stockholders', Partners', or Proprietor's Equity. NOTE 10.	73,197	70,204
28	Total Liabilities And Equity.	\$ 413,707	\$ 413,269

The accompanying notes are an integral part of the financial statements.

Valid comparisons cannot be made without using information contained in the notes.

STATEMENTS OF INCOME

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2004 AND 2003

(UNAUDITED)

REVISED 4/20/05

(\$ IN THOUSANDS)

LINE (a)	DESCRIPTION (b)	2004 (c)	2003 (d)
	Revenues:		
1	Casino.....	\$ 291,133	\$ 304,021
2	Rooms.....	23,039	24,641
3	Food and beverage.....	38,098	40,466
4	Other.....	12,657	12,544
5	Total Revenues.....	364,927	381,672
6	Less: Promotional allowances.....	84,509	85,919
7	Net Revenues.....	280,418	295,753
	Costs And Expenses:		
8	Cost of goods and services.....	183,114	191,209
9	Selling, general, and administrative.....	46,737	42,051
10	Provision for doubtful accounts.....	257	(1,204)
11	Total Costs and Expenses.....	230,108	232,056
12	Gross Operating Profit.....	50,310	63,697
13	Depreciation and Amortization.....	17,587	17,862
	Charges from affiliates other than interest:		
14	Management fees..... NOTE 11.....	9,515	9,988
15	Other.....	-	-
16	Income (Loss) From Operations.....	23,208	35,847
	Other Income (Expenses):		
17	Interest (expense)-affiliates..... NOTE 8.....	(17,900)	(18,075)
18	Interest (expense)-external.....	(18)	-
19	Investment alternative tax and related income (expense) - net.....	560	(2,087)
20	Nonoperating income (expense) - net..... NOTE 12.....	559	354
21	Total Other Income (Expenses).....	(16,799)	(19,808)
22	Income (Loss) Before Income Taxes And Extraordinary Items.....	6,409	16,039
23	Provision (credit) for income taxes..... NOTE 1.....	3,416	6,951
24	Income (Loss) Before Extraordinary Items.....	2,993	9,088
25	Extraordinary items (net of income taxes - 20__, \$).....	-	-
26	Net Income (Loss).....	\$ 2,993	\$ 9,088

The accompanying notes are an integral part of the financial statements.

Valid comparisons cannot be made without using information contained in the notes.

AMENDED
 4/26/05

STATEMENTS OF INCOME

FOR THE THREE MONTHS ENDED DECEMBER 31, 2004 AND 2003

(UNAUDITED)

REVISED 4/20/05

(\$ IN THOUSANDS)

LINE (a)	DESCRIPTION (b)	2004 (c)	2003 (d)
	Revenues:		
1	Casino.	\$ 64,883	\$ 69,215
2	Rooms.	4,735	5,808
3	Food and beverage.	7,291	9,360
4	Other.	2,858	3,770
5	Total Revenues.	79,767	88,153
6	Less: Promotional allowances.	18,540	20,248
7	Net Revenues.	61,227	67,905
	Costs And Expenses:		
8	Cost of goods and services.	42,618	46,820
9	Selling, general, and administrative.	13,669	12,706
10	Provision for doubtful accounts.	198	(1,988)
11	Total Costs and Expenses.	56,485	57,538
12	Gross Operating Profit.	4,742	10,367
13	Depreciation and Amortization.	4,426	4,230
	Charges from affiliates other than interest:		
14	Management fees. NOTE 11.	2,103	2,292
15	Other.	-	-
16	Income (Loss) From Operations.	(1,787)	3,845
	Other Income (Expenses):		
17	Interest (expense)-affiliates. NOTE 8.	(4,432)	(4,575)
18	Interest (expense)-external.	(18)	-
19	Investment alternative tax and related income (expense) - net.	446	(482)
20	Nonoperating income (expense) - net. NOTE 12.	279	118
21	Total Other Income (Expenses).	(3,725)	(4,939)
22	Income (Loss) Before Income Taxes And Extraordinary Items.	(5,512)	(1,094)
23	Provision (credit) for income taxes. NOTE 1.	(2,066)	(339)
24	Income (Loss) Before Extraordinary Items.	(3,446)	(755)
25	Extraordinary items (net of income taxes - 20__, \$)	-	-
26	Net Income (Loss).	\$ (3,446)	\$ (755)

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STATEMENTS OF CHANGES IN STOCKHOLDER'S EQUITY**AMENDED**
4/26/05

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2003 AND DECEMBER 31, 2004

(UNAUDITED)
(\$ IN THOUSANDS)**REVISED 4/20/05**

Line (a)	Description (b)	Common Stock		Preferred Stock		Additional Paid-In Capital (g)	(h)	Retained Earnings (Accumulated) (Deficit) (i)	Total Shareholder's Equity (Deficit) (j)
		Shares (c)	Amount (d)	Shares (e)	Amount (f)				
1	Balance, December 31, 2002.....	3,002,510	\$ 30		\$	\$ 123,421	\$	\$ (62,335)	\$ 61,116
2	Net Income (Loss) - 2003.....							9,088	9,088
3	Contribution to Paid-in Capital.....								
4	Dividends.....								
5	Prior Period Adjustments.....								
6									
7									
8									
9									
10	Balance, December 31, 2003.....	3,002,510	\$ 30		\$	\$ 123,421	\$	\$ (53,247)	\$ 70,204
11	Net Income (Loss) - 2004.....							2,993	2,993
12	Contribution to Paid-in Capital.....								
13	Dividends.....								
14	Prior Period Adjustments.....								
15									
16									
17									
18									
19	Balance, December 31, 2004.....	3,002,510	\$ 30		\$	\$ 123,421	\$	\$ (50,254)	\$ 73,197

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

STATEMENTS OF CASH FLOWS

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2004 AND 2003

(UNAUDITED)

REVISED 4/20/05

(\$ IN THOUSANDS)

LINE (a)	DESCRIPTION (b)	2004 (c)	2003 (d)
1	Net Cash Provided (Used) By Operating Activities	\$ 7,449	\$ 34,954
	Cash Flows From Investing Activities:		
2	Purchase of short-term investment securities	-	-
3	Proceeds from the sale of short-term investment securities	-	-
4	Cash outflows for property and equipment	(17,236)	(8,564)
5	Proceeds from disposition of property and equipment	262	49
6	Purchase of casino reinvestment obligations	(3,491)	(3,475)
7	Purchase of other investments and loans/advances made	-	-
8	Proceeds from disposal of investment and collection of advances and long-term receivables	7,558	83
9	Cash outflows to acquire business entities	-	-
10	Increase in construction - related liabilities	-	-
11		-	-
12	Net Cash Provided (Used) By Investing Activities	(12,907)	(11,907)
	Cash Flows From Financing Activities:		
13	Cash proceeds from issuance of short-term debt	-	-
14	Payments to settle short-term debt	-	-
15	Cash proceeds from issuance of long-term debt	-	-
16	Costs of issuing debt	-	-
17	Payments to settle long-term debt	-	-
18	Cash proceeds from issuing stock or capital contribution	-	-
19	Purchases of treasury stock	-	-
20	Payments of dividends or capital withdrawals	-	-
21	Change in payable to affiliate	5,824	(20,336)
22	Debt retirement costs	-	-
23	Net Cash Provided (Used) By Financing Activities	5,824	(20,336)
24	Net Increase (Decrease) In Cash And Cash Equivalents	366	2,711
25	Cash And Cash Equivalents At Beginning Of Year	22,220	19,509
26	Cash And Cash Equivalents At End Of Year	\$ 22,586	\$ 22,220

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

	Cash Paid During Year For:		
27	Interest (net of amount capitalized)	\$ 17,918	\$ 18,075
28	Income taxes paid (refunded) - net	\$ 3,416	\$ 6,951

The accompanying notes are an integral part of the financial statements.

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STATEMENTS OF CASH FLOWS

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2004 AND 2003

(UNAUDITED)

REVISED 4/20/05

(\$ IN THOUSANDS)

LINE (a)	DESCRIPTION (b)	2004 (c)	2003 (d)
	Net Cash Flows From Operating Activities:		
29	Net income (loss).	\$ 2,993	\$ 9,088
	Noncash items included in income and cash items excluded from income:		
30	Depreciation and amortization of property and equipment.	17,587	17,862
31	Amortization of other assets.	-	-
32	Amortization of debt discount or premium.	-	-
33	Deferred income taxes - current.	-	-
34	Deferred income taxes - noncurrent.	-	-
35	(Gain) loss on disposition of property and equipment.	(202)	(49)
36	(Gain) loss on casino reinvestment obligations.	(560)	2,087
37	(Gain) loss from other investment activities.	-	-
38	Net (increase) decrease in receivables and patrons' checks.	(4,382)	(44)
39	Net (increase) decrease in inventories.	302	37
40	Net (increase) decrease in other current assets.	(33)	(656)
41	Net (increase) decrease in other assets.	123	-
42	Net increase (decrease) in accounts payables.	1,327	(722)
43	Net increase (decrease) in other current liabilities excluding debt.	(9,502)	7,733
44	Net increase (decrease) in other noncurrent liabilities excluding debt.	(204)	(382)
45	Loss on extinguishment of debt, net of tax benefit of \$.	-	-
46	Amortization of CRDA assets	-	-
47	Net Cash Provided (Used) By Operating Activities.	\$ 7,449	\$ 34,954

SUPPLEMENTAL SCHEDULE OF INVESTING AND FINANCING ACTIVITIES

	Acquisition Of Property And Equipment:		
48	Additions to property and equipment.	\$ 17,236	\$ 8,564
49	Less: Capital lease obligations incurred.	-	-
50	Cash Outflows For Property And Equipment.	\$ 17,236	\$ 8,564
	Acquisition Of Business Entities:		
51	Property and equipment acquired.	\$ -	\$ -
52	Goodwill acquired.	-	-
53	Net assets acquired other than cash, goodwill, and property and equipment.	-	-
54	Long-term debt assumed.	-	-
55	Issuance of stock or capital invested.	-	-
56	Cash Outflows To Acquire Business Entities.	\$ -	\$ -
	Stock Issued Or Capital Contributions:		
57	Total issuances of stock or capital contributions.	\$ -	\$ -
58	Less: Issuances to settle long-term debt.	-	-
59	Consideration in acquisition of business entities.	-	-
60	Cash Proceeds From Issuing Stock Or Capital Contributions.	\$ -	\$ -

The accompanying notes are an integral part of the financial statements.

Valid comparisons cannot be made without using information contained in the notes.

SCHEDULE OF PROMOTIONAL EXPENSES AND ALLOWANCES

(\$ IN THOUSANDS)

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2004

Line (a)	(b)	Promotional Allowances		Promotional Expenses	
		Number of Recipients (c)	Dollar Amount (d)	Number of Recipients (e)	Dollar Amount (f)
1	Rooms	368,843	\$ 14,875		\$
2	Food	1,484,419	18,851		
3	Beverage	3,044,416	7,915		
4	Travel			88,164	2,428
5	Bus Program Cash	631,205	10,830		
6	Other Cash Complimentaries	920,245	25,879		
7	Entertainment	82,240	2,279	6,001	750
8	Retail & Non-Cash Gifts	61,555	3,514	13,766	7,610
9	Parking				
10	Other *	9,366	366	239,814	1,852
11	Total	6,602,289	\$ 84,509	347,745	\$ 12,640

FOR THE THREE MONTHS ENDED DECEMBER 31, 2004

Line (a)	(b)	Promotional Allowances		Promotional Expenses	
		Number of Recipients (c)	Dollar Amount (d)	Number of Recipients (e)	Dollar Amount (f)
1	Rooms	75,049	\$ 3,089		\$
2	Food	286,219	3,662		
3	Beverage	627,804	1,632		
4	Travel			22,510	619
5	Bus Program Cash	141,284	2,452		
6	Other Cash Complimentaries	250,573	6,129		
7	Entertainment	19,609	576	1,519	190
8	Retail & Non-Cash Gifts	16,576	922	3,075	2,321
9	Parking				
10	Other *	1,742	78	83,988	425
11	Total	1,418,856	\$ 18,540	111,092	\$ 3,555

* No item in this category exceeds 5%.

GNOC, Corp. (Atlantic City Hilton)
NOTES TO FINANCIAL STATEMENTS
(Unaudited)
(All dollar amounts in thousands)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and basis of presentation

The accompanying financial statements include the accounts of GNOC, Corp., a New Jersey corporation (the "Company"). The Company is a wholly owned subsidiary of Bally's Park Place, Inc., which owns and operates the casino hotel resort in Atlantic City, New Jersey known as Bally's Atlantic City ("Bally's Atlantic City"), which is a wholly owned subsidiary of Caesars Entertainment, Inc. ("CEI"). In January 2004, CEI changed its name from Park Place Entertainment to Caesars Entertainment, Inc. The Company owns and operates the casino hotel resort in Atlantic City, New Jersey known as the "Atlantic City Hilton." The Company operates in one industry segment and all significant revenues arise from its casino and supporting hotel operations.

All adjustments to these financial statements have been recorded and are, in the opinion of management, necessary for a fair presentation of the balance sheets for the Company at December 31, 2004 and 2003, and its statements of income for the three and twelve months ended December 31, 2004 and 2003 and its statements of cash flows for the twelve months ended December 31, 2004 and 2003. All such adjustments were of a normal recurring nature.

Proposed Sale of the Atlantic City Hilton

On September 27, 2004, CEI entered into a definitive agreement to sell most of the assets and certain related liabilities of the Company as well as the assets of certain other affiliates of CEI to Resorts International Holdings, LLC ("Colony"), an affiliate of Colony Capital, LLC, a Los Angeles based international private investment firm, for approximately \$612,000,000. The transaction is expected to close by the end of the second quarter of 2005 and is subject to customary closing conditions outlined in the purchase agreement. Upon closing, Colony anticipates operating the Atlantic City Hilton.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of revenue and expenses reported during the period. Actual results could differ from such estimates.

GNOC, Corp. (Atlantic City Hilton)
NOTES TO FINANCIAL STATEMENTS
(Unaudited)
(All dollar amounts in thousands)

Amended

4/26/05

Revenue recognition and promotional allowances

Casino revenues represent the net revenue from gaming wins and losses. The revenues from hotel, food and beverage, and from theater ticket sales are recognized at the time the related services are performed. The statement of income reflects operating revenues including the retail value of complimentary services (also known as promotional allowances), which are deducted on a separate line to arrive at net revenues. Promotional allowances are provided to casino patrons without charge.

Inventories

Inventories are stated at the lower of cost or market. Cost is determined using the weighted-average cost method.

Property and equipment

Property and equipment are stated at cost. Depreciation is provided on the straight-line basis over the estimated economic lives of the related assets. Depreciation expense was \$4,426 and \$4,230 for the three months ended December 31, 2004 and 2003, respectively; and \$17,587 and \$17,862 for the twelve months ended December 31, 2004 and 2003, respectively.

<u>Asset class</u>	<u>Life</u>
Buildings	40 years
Building improvements	3-10 years
Furniture, Fixtures and Equipment	3-10 years

Costs in excess of acquired assets

In 1987, Bally Entertainment Corporation (formerly the parent of the Company) acquired the Company, other related properties and real estate leases in a transaction which was accounted for as a purchase.

In June 2001, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standard No. 142, "Goodwill and Other Intangible Assets" ("SFAS 142"). Under SFAS 142, goodwill and indefinite-lived intangible assets are no longer amortized but are reviewed at least annually for impairment. Separate intangible assets that are not deemed to have an indefinite life will continue to be amortized over their useful lives (but with no maximum life). Pursuant to SFAS 142, goodwill amortization ceased on January 1, 2002. Prior to the adoption of SFAS 142, the excess of the total acquisition cost and debt assumed over the fair value of net assets acquired (goodwill) had been amortized on the straight-line method over forty years.

GNOC, Corp. (Atlantic City Hilton)
NOTES TO FINANCIAL STATEMENTS
(Unaudited)
(All dollar amounts in thousands)

Connection Card Program

During 2003, the Company implemented the Connection Card Program. The Connection Card Program allows players to earn credits that may be accumulated over time and redeemed at their discretion at any CEI casino in the United States in accordance with the rules of the program. The Company records an estimated liability at the time the credits are earned for the incremental cost of providing goods and services under the program.

Fair values of financial instruments

The fair values of the Company's financial instruments including receivables, payables and debt, approximate their recorded book values at December 31, 2004 and 2003.

Accounting Pronouncements

In 2003, the FASB issued FIN No. 46, "Consolidation of Variable Interest Entities." FIN No. 46 addresses consolidation of entities that are not controllable through voting interest or in which the equity investors do not bear the residual economic risks and rewards. These entities have commonly been referred to as special purpose entities. The Interpretation provides guidance related to identifying variable interest entities and determining whether such entities should be consolidated. It also provides guidance related to the interest in newly consolidated variable interest entities and requires disclosures for both the primary beneficiary of a variable interest entity and other beneficiaries of the entity. Implementation of this Interpretation did not have any impact on the Company's financial statements, as the Company does not have any variable interest entities.

Income taxes

Taxable income or loss of the Company is included in the consolidated federal income tax return of CEI. The Company provides for income taxes by applying the respective state and federal statutory rates to pre-tax financial statement income. The corresponding liability or receivable is credited or charged to its corporate parent. Deferred income taxes and liabilities for temporary differences between the carrying amounts for financial reporting and income tax purposes, if any, are accounted for by CEI in accordance with the tax sharing agreement between CEI and the Company.

New Jersey tax legislation

The New Jersey State Legislature passed a bill to increase taxes on the New Jersey casino industry, beginning in the State's fiscal year 2004 (starting July 1, 2003). Included in this legislation is a tax on net profits, taxes on certain complimentaries, and increases in parking, rooms and other fees. Profits tax expense is reflected in the provision for income taxes. Other taxes are reflected in selling, general and administrative expenses.

GNOG, Corp. (Atlantic City Hilton)
NOTES TO FINANCIAL STATEMENTS
(Unaudited)
(All dollar amounts in thousands)

Casino Reinvestment Development Authority

The New Jersey Casino Control Act provides, among other things, for an assessment of licensees equal to 1.25% of their gross gaming revenues in lieu of an investment alternative tax equal to 2.5% of gross gaming revenues. The Company has satisfied this investment obligation by (i) investing in qualified eligible direct investments, (ii) making qualified contributions or (iii) depositing funds with the Casino Reinvestment Development Authority ("CRDA"). Funds deposited with the CRDA may be used to purchase bonds designated by the CRDA or, under certain circumstances, may be donated to the CRDA in exchange for credits against future CRDA investment obligations. CRDA bonds have varying terms of up to fifty years and bear interest at below market rates. The Company records a charge to reflect the estimated realizable value of its CRDA investments.

An affiliate of the Company, Boardwalk Regency Corporation ("Caesars Atlantic City") has started construction of a new parking garage and has entered into an agreement with developers for the renovation of the Ocean One Shopping Mall, located on the boardwalk in Atlantic City. The Company, Caesars Atlantic City and Bally's Atlantic City entered into a credit agreement (the "Credit Agreement") with the CRDA to partially finance the construction of these projects. The Credit Agreement provides for funding from the CRDA for qualified development costs incurred. The CRDA funding will come from amounts either currently on deposit or to be deposited with the CRDA pursuant to the Company and its affiliates' investment obligations. For the twelve months ended December 31, 2004, the Company has received \$6,957 of previously deposited funds from the CRDA. Upon receipt of these funds, the Company recognized a reduction of \$2,296 in reserves, to reflect its current estimated realizable value of its remaining CRDA investments.

The twelve Atlantic City casino properties (the "AC Industry") and the CRDA have entered into an agreement with the New Jersey Sports & Exposition Authority (the "NJSEA") to provide funding to subsidize New Jersey's horseracing industry. In exchange for this funding, the NJSEA and the three active New Jersey racetracks will not conduct any casino gaming at the racetracks prior to January 1, 2009. As part of the agreement, the AC Industry will provide \$34 million over a four year period to the NJSEA and must deposit another \$62 million into the Casino Expansion Fund (managed by the CRDA). The \$62 million will be derived from funds either currently on deposit or to be deposited with the CRDA pursuant to each casino property's investment obligation. The Company's obligation is equal to its fair-share of AC Industry casino revenues. The Company estimates this commitment over the four year period to be a total of \$2,100, the first payment of which was made November 2004. The total estimated commitment will be charged to operations on a straight line basis through January 1, 2009. Once the Company meets its deposit obligation related to its fair share of the \$62 million, the Company is eligible to receive funds from the Casino Expansion Fund for qualified construction expenditures. The Company has until June 30, 2014 to submit an application to exhaust its share of the Casino Expansion Fund. Any funds not transferred out of the Casino Expansion Fund by the required date will be transferred to funds on deposit with

GNOC, Corp. (Atlantic City Hilton)
NOTES TO FINANCIAL STATEMENTS
(Unaudited)
(All dollar amounts in thousands)

the CRDA pursuant to its ongoing investment obligations.

Allocations and transactions with related parties

The Company transfers cash in excess of its operating needs to CEI on a daily basis. CEI provides the Company with cash advances for capital expenditures and working capital needs.

Certain executive, administrative and support operations of the Company and other CEI affiliates are consolidated, including limousine services, advertising, sales and marketing services, purchasing and other administrative departments. Costs of these operations are allocated to or from the Company either directly or using various formulas based on estimates of utilization of such services. Management believes the methods used to allocate these costs are reasonable. In addition, the Company leases land from Bally's Atlantic City.

Beginning with the first quarter of 2004, CEI allocated the Company certain expenses, such as information technology, internal audit and risk management, which historically were considered corporate expenses. These expenses are allocated to the Company using various formulas based on estimates of utilization of such expenses. Management believes that the methods used to allocate these costs are reasonable.

Advertising and Marketing Fee

Hilton Hotels Corporation charges the Company for certain hotel reservation services, and advertising and marketing support in accordance with the fees established for participation in the Hilton Honors Program, as well as a national and regional group advertising and sales promotions service fee equal to 1% of net room revenues.

Merger Agreement

On July 14, 2004, CEI, Harrah's Entertainment, Inc. ("Harrah's") and Harrah's Operating Company, Inc., a wholly-owned subsidiary of Harrah's, entered into an Agreement and Plan of Merger (the "Merger Agreement"), providing for the merger of CEI with and into Harrah's Operating Company, Inc., which would be the surviving corporation.

On March 11, 2005, the stockholders of CEI and Harrah's approved the Merger Agreement. The transaction with Harrah's is still subject to a number of conditions, including, among other things the receipt of all necessary antitrust, gaming and other approvals, and the satisfaction or waiver of all other conditions precedent.

GNOC, Corp. (Atlantic City Hilton)
NOTES TO FINANCIAL STATEMENTS
(Unaudited)
(All dollar amounts in thousands)

Amended
4/26/05

NOTE 2 – RECEIVABLES AND PATRONS’ CHECKS

Receivables and patrons’ checks as of December 31 consist of the following:

	<u>2004</u>	<u>2003</u>
Casino receivables (net of allowance for doubtful accounts – 2004, \$4,465; 2003, \$4,788)	\$ 7,705	\$ 6,381
Other (net of allowance for doubtful accounts – 2004, \$32; 2003, \$253)	1,693	1,844
Due from affiliates	<u>3,828</u>	<u>619</u>
	<u>\$ 13,226</u>	<u>\$ 8,844</u>

NOTE 3 - INVESTMENTS, ADVANCES AND RECEIVABLES

Investments, advances and receivables consist of funds invested with the CRDA, net of related valuation reserves of \$5,994 and \$7,480 at December 31, 2004 and 2003, respectively.

The Company, Bally’s Atlantic City and the CRDA entered into a credit exchange agreement and an investment agreement in 1998. The credit exchange agreement permits the exchange of certain current and future CRDA obligations between the Company and Bally’s Atlantic City, resulting in a long-term payable to Bally’s Atlantic City (See Note 9). The investment agreement provides an investment plan for the use of certain current and future CRDA funds. These agreements have accelerated the funding of credits due the Company under the aforementioned credit agreement. The Company completed its obligations under the swap agreement as of December 31, 2004.

NOTE 4 - PROPERTY AND EQUIPMENT

Property and equipment as of December 31 consist of the following:

	<u>2004</u>	<u>2003</u>
Land	\$ 66,655	\$ 66,655
Buildings and improvements	323,306	317,124
Furniture, fixtures and equipment	176,425	168,738
Construction in progress	<u>3,873</u>	<u>2,792</u>
	570,259	555,309
Less accumulated depreciation and amortization	<u>(282,303)</u>	<u>(266,942)</u>
	<u>\$ 287,956</u>	<u>\$ 288,367</u>

GNOG, Corp. (Atlantic City Hilton)
NOTES TO FINANCIAL STATEMENTS
(Unaudited)
(All dollar amounts in thousands)

NOTE 5 - OTHER ASSETS

Other assets as of December 31 consist of the following:

	<u>2004</u>	<u>2003</u>
Cost in excess of acquired assets	\$ 76,839	\$ 76,839
Other	<u>39</u>	<u>162</u>
	<u>\$ 76,878</u>	<u>\$ 77,001</u>

NOTE 6 - OTHER ACCRUED EXPENSES

Other accrued expenses as of December 31 consist of the following:

	<u>2004</u>	<u>2003</u>
Accrued payroll and benefits	\$11,248	\$14,779
Insurance claims	1,112	2,668
Other	<u>4,963</u>	<u>5,203</u>
	<u>\$17,323</u>	<u>\$22,650</u>

NOTE 7 - OTHER CURRENT LIABILITIES

Other current liabilities as of December 31 consist of the following:

	<u>2004</u>	<u>2003</u>
Due to Bally's Atlantic City	\$ 3,087	\$ 3,001
Due to Caesars World Merchandising, Inc.	1,630	5,544
Due to affiliates-other	1,120	1,095
Unredeemed slot promotions liability	598	1,007
Unredeemed chip and token liability	1,092	922
Connection Card liability	1,391	1,950
Other	<u>999</u>	<u>573</u>
	<u>\$ 9,917</u>	<u>\$14,092</u>

GNOC, Corp. (Atlantic City Hilton)
NOTES TO FINANCIAL STATEMENTS
(Unaudited)
(All dollar amounts in thousands)

Amended
4/26/05

NOTE 8 - LONG-TERM DEBT - DUE TO AFFILIATES

Long-term debt - due to affiliates as of December 31 consist of the following:

	<u>2004</u>	<u>2003</u>
9% Note payable to Caesars Entertainment Finance Corporation due January 1, 2009	<u>\$200,000</u>	<u>\$200,000</u>

In January 1999, the Company declared a \$200,000 distribution payable in the form of a note payable to Bally's Atlantic City. Bally's Atlantic City then immediately assigned the \$200,000 note payable to CEI. On July 1, 2000, CEI assigned the \$200,000 note payable to Park Place Finance Corporation. On March 9, 2004, Park Place Finance Corporation changed its name to Caesars Entertainment Finance Corporation ("CEFC"). The note payable bears interest at a rate of 9% per annum, payable on the last business day of each quarter.

NOTE 9 - OTHER LIABILITIES

Other liabilities as of December 31 consist of the following:

	<u>2004</u>	<u>2003</u>
Due to CEI	\$107,724	\$101,900
Due to Bally's Atlantic City (See Note 3)	<u>-</u>	<u>204</u>
	<u>\$107,724</u>	<u>\$102,104</u>

Due to CEI consists of an unsecured, non-interest bearing intercompany account.

NOTE 10 - STOCKHOLDER'S EQUITY

At December 31, 2004 and 2003, the Company had 5,000,000 shares of common stock authorized; of such shares 3,002,510 were issued and outstanding.

NOTE 11 - CHARGES FROM AFFILIATES - MANAGEMENT FEE

The Company and CEI have entered into an administrative services and management agreement. Under the agreement, CEI provides certain services to the Company in the conduct of its business including, but not limited to operations, marketing, banking, accounting, insurance, tax, regulatory and public company reporting, human resource and benefit administration and other administrative functions. In consideration for these services, the Company pays CEI a monthly management fee equal to three percent of revenues, as defined.

GNOC, Corp. (Atlantic City Hilton)
NOTES TO FINANCIAL STATEMENTS
(Unaudited)
(All dollar amounts in thousands)

NOTE 12 - NONOPERATING INCOME (EXPENSE) - NET

Nonoperating income (expense) for the three months ended December 31 consists of the following:

	<u>2004</u>	<u>2003</u>
Interest income	\$ 80	\$ 79
Gain on disposal of equipment	<u>199</u>	<u>39</u>
	<u>\$ 279</u>	<u>\$ 118</u>

Nonoperating income (expense) for the twelve months ended December 31 consists of the following:

	<u>2004</u>	<u>2003</u>
Interest income	\$ 357	\$ 305
Gain on disposal of equipment	<u>202</u>	<u>49</u>
	<u>\$ 559</u>	<u>\$ 354</u>

STATEMENT OF CONFORMITY, ACCURACY AND COMPLIANCE

Amended
4/26/05

1. I have examined this Quarterly Report.
2. All the information contained in this Quarterly Report has been prepared in conformity with the Casino Control Commission's Quarterly Report Instructions and Uniform Chart of Accounts.
3. To the best of my knowledge and belief, the information contained in this report is accurate.
4. To the best of my knowledge and belief, except for the deficiencies noted below, the licensee submitting this Quarterly Report has remained in compliance with the financial stability regulations contained in N.J.A.C. 19.43-4.2(b)1-5 during the quarter.



Signature

Vice President and Controller
Title

006243-11
License Number

On Behalf of:

GNOC, Corp. (Atlantic City Hilton)
Casino License

TRADING NAME OF LICENSEE: GNOC, Corp. (Atlantic City Hilton)

SCHEDULE OF RECEIVABLES AND PATRONS' CHECKS

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2004

(UNAUDITED)
(\$ IN THOUSANDS)

ACCOUNTS RECEIVABLE BALANCES

LINE (a)	DESCRIPTION (b)	ACCOUNT BALANCE (c)	ALLOWANCE (d)	ACCOUNTS RECEIVABLE- (e) NET OF ALLOWANCE
	Patrons' Checks:			
1	Undeposited patrons' checks	\$ 6,369		
2	Returned patrons' checks	5,801		
3	Total patrons' checks	12,170	\$ 4,465	\$ 7,705
4	Hotel Receivables	521	32	489
	Other Receivables:			
5	Receivables due from officers and employees	---		
6	Receivables due from affiliates	3,828		
7	Other accounts and notes receivables	1,204		
8	Total other receivables	5,032	---	5,032
9	Totals (Form CCC 205)	\$ 17,723	\$ 4,497	\$ 13,226

UNDEPOSITED PATRONS' CHECKS ACTIVITY

LINE (f)	DESCRIPTION (g)	AMOUNT (h)
10	Beginning Balance (January 1)	\$ 4,245
11	Counter checks issued (excluding counter checks issued through transactions relating to consolidations, partial redemptions, substitutions, and patrons' cash deposits)	154,445
12	Checks redeemed prior to deposit (excluding the unredeemed portion of counter checks redeemed through partial redemptions, and excluding checks redeemed through transactions relating to consolidations, substitutions, and patrons' cash deposits)	(100,457)
13	Checks collected through deposits	(47,520)
14	Checks transferred to returned checks	(4,344)
15	Other adjustments	---
16	Ending Balance	\$ 6,369
17	"Hold" Checks Included In Balance On Line 16	\$ 0
18	Provision For Uncollectible Patrons' Checks	\$ 399
19	Provision As A Percent Of Counter Checks Issued	0.3%

Under penalties of perjury, I declare that I have examined this report, and to the best of my knowledge and belief, it is true and complete.

March 31, 2005

Date



Signature

Vice President/Controller

Title of Officer

ANNUAL EMPLOYMENT AND PAYROLL REPORT

FOR THE YEAR ENDED DECEMBER 31, 2004

(\$ in thousands)

LINE (a)	DEPARTMENT (b)	NUMBER OF (c) EMPLOYEES	SALARIES AND WAGES		
			(d) OTHER EMPLOYEES	(e) OFFICERS & OWNERS	(f) TOTALS
	CASINO				
1	Administration	0			
2	Gaming	766			
3	Slots	128			
4	Casino accounting	218			
5	Simulcasting	0			
6	Other	0			
7	Total-casino	1,112	\$ 30,562	\$ 712	\$ 31,274
8	ROOMS	276	# 5,514	194	5,708
9	FOOD AND BEVERAGE	868	16,046		16,046
	OTHER OPERATED DEPARTMENTS				
10	Gas Station	4	88		88
11	Health Club / Pool Services	18	182		182
12	Telephone room	16	370		370
13	Retail stores	24	504		504
14	Coat Check	4	58		58
15					
16					
17					
18					
19					
	ADMINISTRATIVE AND GENERAL				
20	Executive office	7	320	1,449	1,769
21	Accounting and auditing	39	893	302	1,195
22	Security	219	6,275		6,275
23	Other administrative and general department	58	1,765		1,765
					0
24	MARKETING	184	6,442	1,150	7,592
25	GUEST ENTERTAINMENT	18	1,390		1,390
26	PROPERTY OPERATION AND MAINTENANCE	242	7,631		7,631
27	TOTALS - ALL DEPARTMENTS	3,089	\$ 78,040	\$ 3,807	81,847

TRADING NAME OF LICENSEE: GNOC, Corp. (Atlantic City Hilton)

**ANNUAL EMPLOYMENT AND PAYROLL REPORT
SIGNATURE PAGE**

FOR THE YEAR ENDED DECEMBER 31, 2004

Under penalties provided by law, I declare that I have examined this report, and to the best of my knowledge and belief, it is true and complete.

A handwritten signature in black ink, consisting of stylized initials and a long horizontal stroke.

Signature

March 31, 2005
Date

Vice President/Controller
Title

TRADING NAME OF LICENSEE ATLANTIC CITY HILTON

GROSS REVENUE ANNUAL TAX RETURN

FOR THE YEAR ENDED DECEMBER 31, 2004

Line


CASINO WIN:

1.	Table and Other Games Win.....	\$ 95,140,198
2.	Slot Machines Win.....	\$ 200,292,984
3.	Total Win.....	\$ 295,433,182
4.	Recovery for Uncollectible Patrons' Checks.....	\$ -
5.	Gross Revenue (line 3 plus line 4).....	\$ 295,433,182
6.	Tax on Gross Revenue - Reporting Year (8% of line 5).....	\$ 23,634,655
7.	Audit or Other Adjustments to Tax on Gross Revenues in Prior Years	\$ 1,455
8.	Total Taxes on Gross Revenue (the sum of lines 6 and 7).....	\$ 23,636,110
9.	Total (Deposits) Made for Tax on Reporting Year's Gross Revenue.....	\$ (23,634,655)
Settlement of Prior Years' Tax on Gross Revenue		
10.	Resulting from Audit or Other Adjustments - (Deposits) Credits	\$ (1,455)
11.	Gross Revenue Taxes Payable (the net of lines 8, 9 and 10)	\$0

Under penalties of perjury, I declare that I have examined this Gross Revenue Annual Tax Return and to the best of my knowledge and belief, the information contained in this return is accurate.

February 23, 2005

Date


Signature

Casino Controller